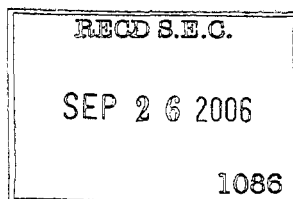




**AMERICAN
STOCK EXCHANGE**
Equities Options ETFs



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Richard A. Mikaliunas
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1-11758

September 26, 2006

Mr. Brian Johnson
Branch Chief
Securities and Exchange Commission
Office of Filings and Information Services
Filer Support #2
Room #2531
100 F Street, N.E.
Washington, D.C. 20549

Dear Mr. Johnson:

This is to certify that the American Stock Exchange, (the "Exchange") received from Morgan Stanley (the "Registrant") a copy of the Company's application on Form 8-A for the registration of the following security:

***8% SPARQS due October 20, 2007, Mandatorily Exchangeable for Shares of the
Common Stock of Starbucks Corporation***

We further certify that the above security has been approved by the Exchange for listing and registration, upon official notice of issuance, and understand that the 8A will be immediately effective upon your receipt of this letter.

Sincerely,

Richard A. Mikaliunas

PROCESSED

SEP 28 2006

**THOMSON
FINANCIAL**